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Avaya Inc.

Modification A00002

September 30, 2000

Page 2 of 5 Pages

- 1. Novation Agreement: Pursuant to FAR 42.12, the Government, and Lucent Technologies Inc., the Transferor, and Avaya Inc. referred to as the Transferee, have entered into a Novation Agreement (Attachment I) effective September 30, 2000. Avaya Inc. became successor in interest to the contracts listed in Exhibit A of the Novation Agreement, attached hereto and made a part hereof.
- 2. Neither the Novation Agreement nor this modification make any changes in contract terms, place of performance or administration responsibility of contracts modified.
- 3. Whereas, there has been furnished: (1) authenticated copies of the Contribution/Separation and Distribution Agreement, pursuant to which Lucent Technologies Inc. assigned and transferred to Avaya Inc. all rights, titles, and interest to all assets of the Transferor used to perform the contracts listed in the Novation Agreement, (2) certified copies of the Board of Directors Resolution of Lucent Technologies Inc. and Avaya Inc. authorizing the transfer of assets, (3) authenticated copy of the Certificate of Incorporation of Avaya Inc., (4) opinions of legal counsel for Lucent Technologies and Avaya Inc. as to the effective date and legality of the transfer under applicable law, (5) confirmation there are no active surety bonds securing contracts between Lucent and the United States of America, issued on behalf of any business unit being separated with Avaya Inc. (6) documents evidencing Avaya's capacity to perform the transferred contracts, (7) evidence that security clearance requirements have been met, and (8) a list of the contracts;

Whereas, the parties have agreed that the Government is not obligated to pay or reimburse either Lucent Technologies Inc. or Avaya Inc. for, or otherwise give effect to, any costs, taxes, or other expenses or any related increases, directly or indirectly resulting from this action.

Now, therefore, the parties agree that the contracts identified in Exhibit A of the Novation Agreement, and the contractor's name as appears throughout the contracts is hereby changed to Avaya Inc.

- 4. The aforementioned Novation Agreement provides, but is not limited to, the following:
 - a. The parties reserve their rights to assert claims regarding pension costs.
 - b. The Government reserves any rights to review and audit all relevant records and documents pertaining to claims pursuant to terms of contracts and Government regulations.

Avaya Inc.

Modification A00002

September 30, 2000

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- c. The Transferee assumes all the Transferor's obligations and liabilities under the contracts.
- d. The Transferee assumes all rights and claims which the Transferor has or may have under the contracts and the Transferor waives all claims and rights under the contracts against the Government.
- e. The Transferor guarantees performance of the contract.
- f. Nothing in the Novation Agreement shall relieve the Transferor or Transferee from compliance with any Federal Law.
- 5. All contracts and delivery orders included on Exhibit A to this modification is hereby changed to read in accordance with page 4 of this modification.
- 6. The payment office as stated in the contracts remain unchanged.
- 7. All other terms and conditions of the contracts remain unchanged and in full force and effect.

REFERENCE NO. OF DOCUMENT BEING CONTINUED PAGE PAGES **CONTINUATION SHEET** 5 N68939-97-D-0040, ET AL (A00002)

FROM

CONTRACTOR NAME AND ADDRESS:

Lucent Technologies Inc. (Integrated Solutions) 5440 Millstream Road McLeansville, NC 27301 Code: 18BK3

(Physical) Avaya Inc.

5440 Millstream Road McLeansville, NC 27301

Code: 09JX9

TO

(Mailing)

Avaya Inc. P. O. Box 26052 Greensboro, NC 27420

ADMINISTERED BY:

DCMC-ATLANTA P.O. Box 20046, Guilford Center Greensboro, NC 27420-0046 Code: g1103A

DCM-ATLANTA

805 Walker Street, Suite 1 Marietta, GA 30060-2789

Code: 81103A

PAYMENT OFFICE:

DFAS Columbus Center South Entitlements Operations P. O. Box 182264 Columbus, OH 43218-2264 Code: HQ0338

DFAS Columbus Center South Entitlements Operations

P. O. Box 182264

Columbus, OH 43218-2264

Code: HQ0338

REMITTANCE ADDRESS:

Mailing Address:

Lucent Technologies Inc. BANK of AMERICA P.O. Box 651661 Charlotte, NC 28265

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ABA ROUTING CODE: - EFT Wire:

Number - 111000012

Bank Account Number - 3750380844

Number - 021000021

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